

# Nelson Mullins

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Federal Communications Commission  
Office of the Secretary

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**REDACTED - FOR PUBLIC INSPECTION**  
**IN MB DOCKET NO. 07-18 before the Federal Communications Commission**

November 13, 2007

**Via Hand Delivery**

Ms. Marlene H. Dortch  
Office of the Secretary  
Federal Communications Commission  
445 Twelfth Street, S.W.  
Washington, D.C. 20554

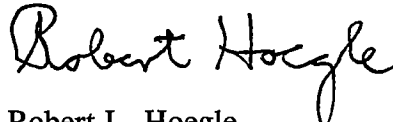
Re: Consolidated Application of News Corporation and the DIRECTV Group, Inc.,  
Transferors, and Liberty Media Corporation, Transferee, for Authority to  
Transfer Control, MB Docket No. 07-18

Dear Ms. Dortch:

Enclosed is the redacted response of Liberty Media Corporation ("Liberty Media") to the Commission staff's request for additional information concerning certain documents listed on Liberty Media's revised privilege log, as communicated by Ann Bushmiller on November 2, 2007. Because the enclosed letter contains confidential information subject to the Protective Orders issued in this proceeding on May 21 and June 9, 2007, we also separately have filed a confidential, unredacted copy of this letter in accordance with such orders.

Please contact me if you have any questions regarding the enclosure.

Respectfully submitted,



Robert L. Hoegle  
Nelson Mullins Riley & Scarborough LLP  
Counsel for Liberty Media Corporation

RLH:kjk  
Enclosure

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Ms. Marlene H. Dortch

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**REDACTED – FOR PUBLIC INSPECTION**  
**IN MB DOCKET NO. 07-18 before the Federal Communications Commission**

November 13, 2007

Ann Bushmiller, Esquire  
Office of the General Counsel  
Federal Communications Commission  
445 12<sup>th</sup> Street, S.W.  
Washington, D.C. 20554

Re: Consolidated Application of News Corporation and The DIRECTV Group, Inc., Transferors, and Liberty Media Corporation, Transferee, for Authority to Transfer Control, MB Docket No. 07-18

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Dear Ms. Bushmiller:

This responds to your telephone inquiry and email of November 2, 2007 requesting additional information concerning certain documents listed on the revised privilege log submitted by Liberty Media Corporation ("Liberty Media") to the Commission on October 1, 2007. We have provided below a narrative description of each document listed in your November 2, 2007 email, addressing the questions you raised about each category of documents, further explaining the basis for the assertion of privilege and identifying the custodian of the document. The topic headings correspond to the categories of documents identified in your November 2 email.

This letter contains confidential information subject to the Protective Orders issued in this proceeding on May 21 and June 9, 2007. Liberty Media is submitting two copies of this letter to William Beckwith and filing one copy with the Secretary's Office pursuant to Section 5 of the May 21 Protective Order. We are also filing a redacted version of this letter with the Secretary's Office for inclusion in the public inspection file.

**A. Drafts**

**Document No. 1:** This is a draft agreement highlighting questions and suggested changes that were being reviewed and considered by Charles Y. Tanabe (Liberty Media's

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General Counsel) and outside counsel to Liberty Media so that they could advise their client about the proposed agreement. The draft agreement was in Mr. Tanabe's files.

**Document No. 17:** This is an email from Pamela Coe (Liberty Media's Deputy General Counsel) to Mark Burton (Liberty Media's Vice President of Accounting) and Theresa Monahan (Administrative Assistant to Liberty Media's General Counsel) responding to [REDACTED]. The document was in Mr. Burton's files.

**Document No. 35:** This is an email from Charles Y. Tanabe (General Counsel of Liberty Media) to Theresa Monahan (his Administrative Assistant), with a copy to Craig Troyer (Liberty Media's Deputy General Counsel), forwarding Mr. Tanabe's advice concerning [REDACTED]. The document and attachments were in Mr. Tanabe's files.

**Document No. 36:** This is an email from Charles Y. Tanabe (Liberty Media's General Counsel) to Gregory Maffei (Liberty Media's President and CEO) discussing legal issues relating [REDACTED]. Although it is listed under the "Drafts" heading in your November 2 email, it is not a draft and does not attach drafts of any documents. The document was in Mr. Tanabe's files.

**B. Third Party Questions**

**Document No 3:** This is a memorandum from Katherine F. Beckes (an attorney at Sherman & Howard, outside counsel to Liberty Media) concerning [REDACTED]. The memorandum was circulated to the 23 identified Liberty Media employees, 5 attorneys at Baker and Botts (Lee Charles, Mark Leaf, Buzz McGrath, Bob Murray and Renee Wilm), outside counsel to Liberty Media, 4 attorneys at Sherman & Howard (Peggy Knight, Steve Miller, Ellen Rosenblum and Cindy Lionberger), and 2 individuals at KPMG (Arnold Hoy and Steve Tucker), Liberty Media's outside accounting firm. Counsel, working with the assistance of Liberty Media employees and KPMG, were responsible for providing legal advice regarding [REDACTED]. The document was found in the files of Brian Wendling.

**Document No. 4:** This is an email from Pamela Coe (Liberty Media's Deputy General Counsel) to certain Liberty Media employees and directors, as well as to Discovery Holding

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Company directors, advising [REDACTED]  
[REDACTED]. It was in the files of Albert Rosenthaler.

**Document No. 27:** This is an email from Mark Burton (Liberty Media's Vice President of Accounting) forwarding [REDACTED]. Mr. Burton circulated the drafts to, and requested comments and further revisions from: (a) Liberty Media's outside counsel (Baker & Botts); (b) Liberty Media's in-house counsel (Charles Y. Tanabe and Craig Troyer); (c) Liberty Media's Treasurer (David Flowers); and Liberty Media's outside accountants (KPMG). Counsel, working with certain Liberty Media employees and KPMG, were responsible for providing legal advice regarding [REDACTED]. This e-mail and the attachment, marked with changes, were located in the files of Craig Troyer, Liberty Media's Deputy General Counsel.

**C. Subject of Legal Advice**

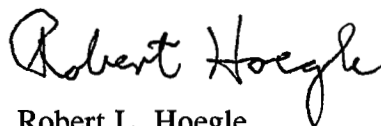
**Document No. 31:** This is an email from Christopher Shean (Liberty Media's Senior Vice President and Controller) to Gregory Maffei (Liberty Media's President and CEO) regarding [REDACTED]. The email was in the files of Christopher Shean.

**Document No. 32:** This is an email from Mark Carleton (Liberty Media's Senior Vice President, Business Development) to Gregory Maffei (Liberty Media's President and CEO) reporting counsel's (Charles Y. Tanabe) advice concerning [REDACTED]. The email was in Mr. Maffei's files.

\* \* \*

If you have any further questions concerning these documents, please contact me.

Respectfully submitted,



Robert L. Hoegle  
*Counsel for Liberty Media Corporation*

RLH:gt